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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re
PACIFIC GAS AND ELECTRIC
COMPANY, a California corporation,
Debtor.

Case No. SF 01-30923 DM.

Chapter 11

**APPLICATION FOR FINAL
ALLOWANCE OF EXPENSE
REQUESTS BY OFFICIAL
UNSECURED CREDITORS
COMMITTEE MEMBERS FOR THE
PERIOD OF AUGUST 1, 2001
THROUGH NOVEMBER 30, 2001;
DECLARATION OF ROBERT JAY
MOORE IN SUPPORT THEREOF**

Hearing:

Date: February 26, 2002

Time: 9:30 a.m.

Place: 235 Pine Street, 22nd Floor
San Francisco, CA

I. INTRODUCTION

Pursuant to 11 U.S.C. §503(b)(3)(F) and the Court's Amended Order Establishing Interim Fee Application and Expense Reimbursement Procedure ("Order") entered on November 8, 2001, members ("Committee Members") of the Official Committee of Unsecured Creditors ("Committee") in the Pacific Gas and Electric Company ("PG&E") bankruptcy case hereby submit their application for final allowance of expenses for the period of August 1, 2001 through November 30, 2001 incurred in performance of their obligations as members of the Committee. The following table provides a summary of each Committee Member's expense reimbursement requests and payment history:

	Cumulative Amount Requested	Cumulative Amount Paid
Creditor Committee Member		
Bank of America, N.A.	\$6,665.47	\$3,773.28 ¹
Pacific Investment Management Company, LLC	\$1,862.18	\$1,862.18
The Davey Tree Expert Company	\$6,698.83	\$6,698.83
Dynegy Power Marketing Inc.	\$9,623.70	\$7,740.10
Reliant Energy Services, Inc.	\$1,299.83	\$0.00
GWF Power Systems	\$0.00	\$0.00
Merrill Lynch	\$2,825.70	\$2,825.70
PE-Berkeley, Inc.	\$606.09	\$606.09
City of Palo Alto	\$589.74	\$589.74
State of Tennessee	\$8,407.79	\$7,151.79
Morgan Guaranty	\$2,950.78	\$2,950.78
Enron Corp. & Affiliates ²	\$9,280.02	\$9,280.02
Total	\$50,810.13	\$43,478.51

Expense reimbursement requests are comprised of travel costs, including airfare, hotel, meals and transportation charges, incurred by Committee Members in connection with attendance at in-person meetings, typically in San Francisco, of the full Committee, any subcommittee in which a Committee Member participates, the Plan Working Group, or any other meeting between the Committee Member and PG&E

¹ Reflects payment request of \$3.00 for underpayment from previous period.

² Removed from the Committee by the U.S. Trustee on or about November 9, 2001.

1 relating to the Committee Member's duties as a member of the Committee. Committee
2 Members are required routinely to travel to San Francisco from other locations,
3 including New York, Texas, Tennessee and Los Angeles. The requested travel expenses
4 thus have been necessarily incurred by Committee Members in fulfilling the
5 Committee's statutory functions.

6 **II. THE COURT SHOULD APPROVE THE REQUESTED EXPENSES**

7 11 U.S.C. §503(b) provides, in pertinent part:

8 After notice and a hearing, there shall be allowed
9 administrative expenses, other than claims allowed under
section 502(f) of this title, including—

10 (3) the actual, necessary expenses, other than
11 compensation and reimbursement specified in
12 paragraph (4) of this subsection, incurred by—

13 (F) a member of a committee appointed under
14 section 1102 of this title, if such expenses are
15 incurred in the performance of the duties of
such committee.

16 Copies of the monthly "Submission of Expense Requests by Official
17 Unsecured Creditors Committee" ("Submissions") were previously filed with this Court
18 on September 28, 2001, November 2, 2001,³ November 29, 2001 and January 2, 2002.
19 Attached to the Submissions were Expense Reimbursement Request forms signed by
20 each Committee Member under penalty of perjury confirming the accuracy of the
21 expenses set forth therein and a brief description of the meetings for which the expenses
22 were incurred. Copies of additional Expense Reimbursement Request forms not
23 previously filed with the Court, but included in this Application, are attached to the
24 Declaration of Robert Jay Moore.

25 The expenses consist of travel costs incurred by Committee members in

26 ³ The Committee's counsel sent the November 2, 2001 Submission and January 2, 2002
27 Submission by overnight mail to the Court to arrive by October 31, 2001 and December 31, 2001
28 respectively. However, the Court did not date stamp these documents until two days later in
each case. These documents were timely served.

1 connection with their attendance at numerous meetings of the Committee and meetings
2 between the Committee and the Debtor, as set forth in each Expense Reimbursement
3 Request form. Moreover, litigation, legislative and financial subcommittees, as well as
4 a plan working group, were formed. These smaller groups met on a more frequent basis.
5 Often, meetings were conducted by telephone, when appropriate, in order to save travel
6 expenses.

7 The agenda items at these meetings consisted of issues that are central to
8 this bankruptcy case and, accordingly, central to the fulfillment of the Committee's
9 statutory functions, including, among many others, discussions and analysis of
10 (1) PG&E's operations and its assets and liabilities; (2) Qualified Facilities issues;
11 (3) numerous contested matters and relief from stay issues; (4) adversary proceedings
12 filed in the case; (5) CPUC and FERC proceedings; (6) legislative developments;
13 (7) financing issues; and (8) plan of reorganization and disclosure statement issues.

14 Accordingly, the expenses incurred by Committee Members in connection
15 with attendance at the above-described meetings were necessary to enable the
16 Committee to fulfill its functions.

1 **III. CONCLUSION**

2 In accordance with 11 U.S.C. §503(b)(3)(F) and the procedures set forth in
3 paragraph 5 of the Order, the Committee respectfully requests that the Court approve the
4 expense reimbursements requested by the Committee members in the amounts set forth
5 in the chart above under the column "Cumulative Amount Requested" on a final basis.

6 DATED: January 11, 2002

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8 MILBANK, TWEED, HADLEY & McCLOY
9 LLP

10 By: Bob Moore
11 Paul S. Aronzon
12 Robert Jay Moore
13 Michael I. Soroichinsky

14 Attorneys for the Official Committee of
15 Unsecured Creditors
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DECLARATION OF ROBERT JAY MOORE

I, Robert Jay Moore, declare as follows:


1. I am a partner at Milbank, Tweed, Hadley & McCloy LLP, counsel to the Official Committee of Unsecured Creditors ("Committee") in the Pacific Gas and Electric Company ("PG&E") bankruptcy case. Except as otherwise stated, I have personal knowledge of the facts set forth below, and if called upon, I could and would testify based upon such personal knowledge to the facts set forth herein. I make this declaration in support of the Application for Final Allowance of Expense Requests by Official Unsecured Creditors Committee Members for the Period of August 1, 2001 through November 30, 2001. All capitalized terms herein have the same meaning as in the Application.

2. Attached hereto as Exhibit "A" are true and complete copies of the Expense Reimbursement Request forms for individual Committee Members for the period of August 1, 2001 through August 31, 2001 that were not included in the Submissions filed with this Court on September 28, 2001.

1 3. I attended numerous meetings of the Committee, the formed
2 Subcommittees established with respect to litigation, financial and regulatory and
3 legislative matters, the Plan Working Group, and other meetings involving the
4 Committee and PG&E. The topics discussed at the meetings that I attended were too
5 numerous to list here in their entirety, but generally included discussions and analysis of
6 (1) PG&E's operations and its assets and liabilities; (2) Qualified Facilities issues;
7 (3) numerous contested matters and relief from stay motions; (4) adversary proceedings
8 filed in the case; (5) CPUC and FERC proceedings; (6) legislative developments;
9 (7) financing issues; and (8) plan of reorganization and disclosure statement issues.
10 When appropriate, meetings have been conducted by telephone in order to avoid travel
11 expenses.

12 I declare under penalty of perjury under the laws of the United States of
13 America that the foregoing is true and correct.

14 Executed this 11th day of January 2002 at Los Angeles, California.

15
16 
17 Robert Jay Moore

[illegible]

August 31, 2001

Bank of America

ACCOUNT: PACIFIC GAS & ELECTRIC

TRAVELER NAME	TRIP DATE	MEETING LOCATION	PARKING	GROUND TRAVEL	AIRFARE	LODGING	MEALS	MISC. TRAVEL	OTHER EXPENSES	Subtotals
Joost, Pete*	8/8-9/01	San Francisco	\$ 40.00	\$ 70.18	\$2,080.50	\$ 307.21	\$ 59.80			\$ 2,557.69

TOTALS			\$ 40.00	\$ 70.18	\$2,080.50	\$ 307.21	\$ 59.80	\$ -	\$ -	
										Total Due \$ 2,557.69

**Expenses were incurred for meetings with attorneys and PG&E representatives;
sessions in bankruptcy court; Creditors Committee Meetings
*Back-up to Committee Co-Chair, Clara Strand**